

PIETRONTONE ANTHONY JR
Form 4
March 05, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PIETRONTONE ANTHONY JR

2. Issuer Name and Ticker or Trading Symbol
DUN & BRADSTREET CORP/NW
[DNB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
103 JFK PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
PAO & Corporate Controller

SHORT HILLS, NJ 07078

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/01/2018 | | M | 381 ⁽¹⁾ A | \$ 0 | 5,868.842 | D |
| Common Stock | 03/01/2018 | | M | 567 ⁽²⁾ A | \$ 0 | 6,435.842 | D |
| Common Stock | 03/01/2018 | | A | 1,035 ⁽³⁾ A | \$ 0 | 7,470.842 | D |
| Common Stock | 03/01/2018 | | F | 637 ⁽⁴⁾ D | \$ 125.49 | 6,840.842 | D |
| Common Stock | | | | | | 0.5874 ⁽⁵⁾ | I HELD IN ESPP |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Leveraged Restricted Stock Units | (1) | 03/01/2018 | | M | 385 (1) | (1) 03/01/2020 | Common Stock | 381 (1) |
| Leveraged Restricted Stock Units | (2) | 03/01/2018 | | M | 454 (2) | (2) 03/01/2019 | Common Stock | 567 (2) |
| Leveraged Restricted Stock Units | (6) | 03/01/2018 | | A | 1,035 (6) | (6) 03/01/2021 | Common Stock | 1,035 (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PIETRONTONE ANTHONY JR 103 JFK PARKWAY SHORT HILLS, NJ 07078 | | | PAO & Corporate Controller | |

Signatures

/s/ Kristin R. Kaldor for Anthony Pietrontone, Jr. by POA previously filed 03/05/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents the vesting and payout of the first tranche (1/3) of the leveraged restricted stock units (1,155) granted on March 1, 2017 at 99.2% of target based on the issuer's stock price performance during the performance period from 1/1/2017 -12/31/2017.
- (2) Represents the vesting and payout of the second tranche (1/3) of the leveraged restricted stock units (1,363) granted on March 1, 2016 at 125.1% of target based on the issuer's stock performance during the performance period from 1/1/2016 -12/31/2017 and includes 113 additional shares above the target number of shares originally reported.
- (3) Grant of restricted stock units which vest in three installments: 1/3 on the first anniversary of the date of grant, 1/3 on the second anniversary of the date of grant, and 1/3 on the third anniversary of the date of grant.
- (4) To satisfy tax withholding obligations relating to the vesting of shares of Common Stock previously awarded, shares were withheld from the vested amount.
- (5) Held in the issuer's employee stock purchase plan (ESPP) as of 3.5.2018.

- Each performance share represents a contingent right for the reporting person to receive, on each of the first, second and third anniversaries of the date of the grant, a distribution of common stock equal to 0% to 200% of 1/3 of the reported target performance shares based on the issuer's stock price performance during the designated performance periods, as follows: the first distribution is tied to the issuer's one-year stock price performance (1/1/2018 to 12/31/2018); the second distribution is tied to the issuer's two-year stock price performance (1/1/2018 to 12/31/2019); and the third distribution is tied to the issuer's three-year stock price performance (1/1/2018 to 12/31/2020).
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.